

RECORDATION NO. 27988-A
FILED

JUN 18 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

June 19, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF No. 98-033

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-033), dated as of June 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF No. 98-033) being filed with the Board under Recordation Number 27988.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: Natixis Real Estate Capital Inc.
9 West 57th Street, 36th Floor
New York, NY 10019

Anne K. Quinlan, Esquire
June 19, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

13 pieces of maintenance of way equipment: 2 Nordco SP2R Spike Pullers S/Ns 310052 and 310053; Nordco TRIPP Tie Inserter Remover 760234; Superior Sales MSC4101 Mechanic Tool and Parts Trailer MSC2997-2-06; Nordco BAAM Auto Anchor Machine 690033; Nordco TRIPP Tie Inserter Remover 760235; Nordco 67 Anchor Remover 670030; Caterpillar 972-H Front End Loader A7D00285; Kershaw 38-6 Adzer-Cribber 38-178-06; Nordco BAAM Auto Anchor Machine 690035; Swingmaster 181 Swing Loader W/Hyrails 2006181TCL0237; Superior Sales SHC6301 Scrap Hopper Cart SHC3298-06; and Nordco BAAM Auto Anchor Machine 690034..

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-033).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27988 A
JUN 19 '08 -8 00 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of June 20, 2008 is made by RBS Asset Finance, Inc., ("Assignor") and Natixis Real Estate Capital Inc. ("Assignee").

Pursuant to that certain Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 033 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Karl Alboris

Name Karl Alboris
Assistant Vice President
Title _____

NATIXIS REAL ESTATE CAPITAL
INC., Assignee

By E. René Mendez

Name E. René Mendez
Managing Director
Title _____

Joseph F. Falcone III
Joseph F. Falcone III
Director, Senior Counsel

State of IL)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21 day of May, 2009.

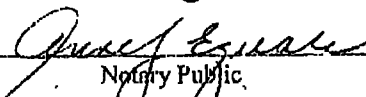


Sarah Sanchez
Notary Public

State of New York)
County of New York) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Natixis Real Estate Capital Inc., a New York corporation (the "Corporation"), by F. Rene Mendez and Joseph F. Falcone III, its _____, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is ~~his~~ free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at New York, N.Y., this 12th day of June, 2009.


Notary Public

ANNE J. EQUALE
Notary Public, State of New York
No. 41-4706918
Qualified in Queens County
Commission Expires 2/28/2010

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 033.

2. Initial Term: The Initial Term of Equipment Schedule No. 033 is 84 months commencing as of January 1, 2007.

3. Equipment: The Equipment covered by Equipment Schedule No. 033 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF</u>
1	Superior Sales	MSC4101	Mechanic Tool & Parts Trailer	MSC2997-2-06	J0403028
1	Nordco	67	Anchor Remover	670030	X0100501
1	Kershaw	38-6	Adzer-Cribber	38-178-06	X0300195
1	Nordco	BAAM	Auto Anchor Machine	690035	X0100503
1	Nordco	BAAM	Auto Anchor Machine	690034	X0100502
1	Nordco	TRIPP	Tie Insertor Remover	760234	X6300204
1	Nordco	SP2R	Spike Puller	310052	X4700452
1	Nordco	SP2R	Spike Puller	310053	X4700453
1	Nordco	BAAM	Auto Anchor Machine	690033	X0100493
1	Nordco	TRIPP	Tie Insertor Remover	760235	X6300205
1	Caterpillar	972-H	Front End Loader	A7D00285	X2400534
1	Swingmaster	181	Swing Loader	2006181TCL0237	X2400532

w/Hyrails

1 Superior Sales SHC6301 Scrap Hopper Cart SHC3298-06 X8700057